

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
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RESIDENTIAL CAPITAL, LLC, *et al.*, : Case No. 12-12020 (MG)
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:(Jointly Administered)
Debtors. :
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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications for allowance of interim compensation and reimbursement of expenses (Docket Nos. 1905, 1885 and 1888) (collectively, the “**First Interim Applications**”) for professional services rendered and expenses incurred during the period commencing May 14, 2012 through August 31, 2012, and the applications for allowance of interim compensation and reimbursement of expenses (Docket Nos. 3151, 3174, 3176, 3209, 3181, 3153, 3167, 3208, 3189, 3170, 3190, 3196, 3173, 3200, 3175, 3187, 3217, 3171, 3192, 3143, 3195, 3145, 3206, 3211, 3205, 3199, 3210, 3211, 3198, 3162, 3207, 3182, 3203, 3204, 3193 and 3178) (collectively, the “**Second Interim Applications**” and, together with the First Interim Applications, the “**Applications**”) for professional services rendered and expenses incurred during the period commencing September 1, 2012 through December 31, 2012; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to all pleadings related to the Applications; and a hearing having been held before this Court to consider the Applications on April 11, 2013 (the “**Hearing**”); and based upon the record of the Hearing; and sufficient cause having been shown therefor; it is hereby

ORDERED, that the Applications are granted to the extent set forth on **Schedule “A”**

annexed hereto; and it is further

ORDERED, that the Debtors are authorized and directed to pay fees and expenses allowed under this Order, provided, that any remaining prepetition retainer shall be applied against such amounts pursuant to and in accordance with the terms of the order authorizing each respective Applicant's retention and/or against any outstanding prepetition amounts to the extent provided under the applicable Application; and it is further

ORDERED, that all payments made pursuant to this Order are interim payments subject to final approval, and the Debtors remaining current on their administrative obligations, including, but not limited to, the required filings of monthly operating reports and payment of statutory fees plus interest due and owing (if any) to the Office of the United States Trustee; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order; and it is further

ORDERED, that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

Dated: April 23, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Case No.: 12-12020 (MG)

Case Name: In re Residential Capital, LLC, et al.

CURRENT INTERIM FEE PERIOD**09/01/2012 through 12/31/2012****Schedule A****Second Interim Applications**

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period ¹	(6) Interim Expenses Requested	(7) Expenses Allowed
Bradley Arant Boult Cummings LLC	03/13/2013 Dkt. No. 3151	\$4,257,795.00	\$4,189,034.16	\$3,749,792.06	\$227,136.00	\$221,385.66
Carpenter Lipps & Leland LLP	03/14/2013 Dkt. No. 3174	\$1,877,415.00	\$1,872,539.50	\$1,685,285.55	\$641,079.68	\$641,079.68
Centerview Partners LLC	03/14/2013 Dkt. No. 3176	\$1,200,000.00	\$1,200,000.00	\$1,078,981.31	\$29,452.59	\$28,433.92
Curtis, Mallet- Prevost, Colt & Mosle LLP	03/14/2013 Dkt. No. 3209	\$623,725.50	\$617,369.55	\$555,632.60	\$2,137.20	\$2,137.20
Deloitte & Touche LLP	03/14/2013 Dkt. No. 3181	\$1,697,678.00	\$1,695,688.00	\$1,526,119.20	\$0.00	\$0.00
Dorsey & Whitney LLP	03/13/2013 Dkt. No. 3153	\$157,027.75	\$156,877.45	\$141,189.71	\$125.78	\$125.78
Fortace LLC	03/14/2013 Dkt. No. 3167	\$1,491,871.00	\$1,490,905.00	\$1,341,814.50	\$17,822.75	\$17,822.75

¹ Reflects allowed fees, less 10% holdback, less reductions in expenses.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period ²	(6) Interim Expenses Requested	(7) Expenses Allowed
FTI Consulting, Inc.	03/14/2013 Dkt. No. 3208	\$7,534,165.00 ³	\$7,474,165.00 ⁴	\$6,538,803.00 ⁵	\$250,791.68 ⁶	\$250,791.68 ⁷
KPMG LLP	03/14/2013 Dkt. No. 3170	\$720,798.50	\$720,798.50	\$648,718.65	\$56,006.02	\$56,006.02
Locke Lord LLP	03/14/2013 Dkt. No. 3190	\$343,987.60	\$342,163.80	\$307,947.42	\$4,548.77	\$4,548.77
Mercer (US) Inc.	03/14/2013 Dkt. No. 3196	\$100,455.91	\$100,455.91	\$90,410.32	\$13,277.16	\$13,277.16
Morrison & Cohen	03/14/2013 Dkt. No. 3173	\$751,416.50	\$744,779.50	\$670,301.55	\$12,391.71	\$12,391.71

² Reflects allowed fees, less 10% holdback, less reductions in expenses.

³ Includes \$238,803.00 on account of Walter Project Services (as defined in Dkt. No. 2943) for period of December 5, 2012 through December 31, 2012, and \$295,362.00 in additional rollover amounts (as referred to in Dkt. Nos. 850 and 3308).

⁴ Includes approval of fees totaling \$238,803.00 on account of Walter Project Services for period of December 5, 2012 through December 31, 2012, and approval of reduced rollover amount of \$235,362.00.

⁵ Includes fees totaling \$238,803.00 on account of Walter Project Services for period of December 5, 2012 through December 31, 2012, that are to be funded by Walter Investment Management Corp. and are not subject to 10% holdback, but excludes \$235,362.00 on account of approved rollover amounts (for which payment may be made subject to and in accordance with terms of FTI's employment orders, less a 10% holdback or as hereafter otherwise authorized by the Court).

⁶ Includes \$10,426.44 for expense reimbursement on account of Walter Project Services for period of December 5, 2012 through December 31, 2012.

⁷ Includes expense reimbursement of \$10,426.44 on account of Walter Project Services approved for period of December 5, 2012 through December 31, 2012, that are to be funded by Walter Investment Management Corp.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period ⁸	(6) Interim Expenses Requested	(7) Expenses Allowed
Morrison & Foerster LLP	03/14/2013 Dkt. No. 3200	\$20,712,177.25	\$20,622,177.25	\$18,559,959.53	\$418,544.90	\$418,544.90
Orrick, Herrington & Sutcliffe LLP	03/14/2013 Dkt. No. 3175	\$674,764.98	\$671,266.15	\$604,139.54	\$611.43	\$611.43
Prince Lobel Tye LLP	03/15/2013 Dkt. No. 3217	\$70,220.80	\$70,220.80	\$63,198.72	\$12,128.12	\$12,128.12
Rubenstein Associates, Inc.	03/14/2013 Dkt. No. 3171	\$10,811.25	\$10,811.25	\$9,730.13	\$3,538.50	\$3,538.50
Severson & Werson PC	03/14/2013 Dkt. No. 3192	\$1,144,734.04	\$1,137,187.54	\$1,023,244.54	\$218,413.27 ⁹	\$218,189.02
Towers Watson Delaware Inc.	03/12/2013 Dkt. No. 3143	\$138,966.79	\$134,002.79	\$120,602.51	\$9,550.01	\$9,550.01
Troutman Sanders, LLP	03/14/2013 Dkt. No. 3195	\$498,063.00	\$495,750.00	\$446,175.00	\$9,645.92	\$9,645.92
Zeichner Ellman & Krause LLP	03/12/2013 Dkt. No. 3145	\$638,616.20	\$637,542.30	\$573,147.43	\$3,884.79	\$3,244.15
AlixPartners, LLP	03/14/2013 Dkt. No. 3206	\$3,973,550.00	\$3,973,550.00	\$3,576,195.00	\$41,862.83	\$41,862.83

⁸ Reflects allowed fees, less 10% holdback, less reductions in expenses.

⁹ Reflects expenses of \$101,798.87 from the First Interim Application Period and \$116,614.40 from the Second Interim Application Period.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period ¹⁰	(6) Interim Expenses Requested	(7) Expenses Allowed
Analytic Focus, LLC	03/14/2013 Dkt. No. 3211	\$608,500.25	\$578,705.25	\$520,834.73	\$216.36	\$216.36
Coherent Economics, LLC	03/14/2013 Dkt. No. 3205	\$960,033.25	\$949,385.52	\$854,446.97	\$11,592.54	\$11,592.54
Epiq Bankruptcy Solutions, LLC	03/14/2013 Dkt. No. 3199	\$95,373.10	\$93,761.10	\$84,384.99	\$189,397.75	\$189,397.75
JF. Morrow	03/14/2013 Dkt. No. 3210	\$135,140.00	\$128,383.00	\$115,544.70	\$1,345.61	\$1,345.61
Kramer Levin Naftalis & Frankel LLP	03/14/2013 Dkt. No. 3211	\$15,217,784.50	\$15,093,058.80	\$13,583,752.92	\$385,666.94	\$385,666.94
Moelis & Company LLC	03/14/2013 Dkt. No. 3198	\$2,400,000.00	\$2,400,000.00	\$2,157,815.00	\$197,895.04	\$195,710.04
Pachulski Stang Ziehl & Jones LLP	03/13/2013 Dkt. No. 3162	\$341,678.75	\$332,996.75	\$299,484.27	\$4,267.85	\$4,055.05
San Marino Business Partners LLC	03/14/2013 Dkt. No. 3207	\$190,422.50	\$188,613.37	\$169,752.03	\$11,287.22	\$11,287.22
Silverman Acampora LLP	03/14/2013 Dkt. No. 3182	\$59,525.00	\$59,525.00	\$53,572.50	\$129.32	\$129.32

¹⁰ Reflects allowed fees, less 10% holdback, less reductions in expenses.

(1) Applicant	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period ¹¹	(6) Interim Expenses Requested	(7) Expenses Allowed
Arthur J. Gonzalez	03/14/2013 Dkt. No. 3204	\$114,750.00	\$114,750.00	\$103,275.00	\$0.00	\$0.00
Chadbourne & Parke LLP	03/14/2013 Dkt. No. 3203	\$17,301,345.50	\$17,126,345.50	\$15,393,554.44	\$583,664.24 ¹²	\$563,507.73
Mesirow Financial Consulting, LLC	03/14/2013 Dkt. No. 3193	\$10,671,089.00	\$10,547,256.00	\$9,492,226.40	\$68,482.00	\$68,178.00
Wolf Halderstein Adler Freeman & Herz LLP	03/14/2013 Dkt. No. 3178	\$9,529.50	\$9,529.50	\$8,576.55	\$47.50	\$47.50

Revised September 2011

DATE ON WHICH ORDER WAS SIGNED: April 23, 2013

INITIALS: (MG) USBJ

¹¹ Reflects allowed fees, less 10% holdback, less reductions in expenses.

¹² Amount of expenses requested in the application were reduced by \$20,156.51 to reflect reductions taken after payment was received but prior to filing of the application.

PRIOR INTERIM FEE PERIOD
05/14/2012 through 8/31/2012

First Interim Applications (to the extent not previously allowed or disallowed)

(1) Applicant	(2) Date/Document Number of Application	(3) Remaining Interim Fees Requested on Application	(4) Remaining Fees Allowed	(5) Fees to be Paid for Prior Fee Period ¹³	(6) Remaining Interim Expenses Requested	(7) Remaining Expenses Allowed
FTI Consulting, Inc.	10/19/2012 Dkt. No. 1905	\$59,225.00	\$59,225.00	\$53,302.50	\$0	\$0
Morrison & Foerster LLP	10/19/2012 Dkt. No. 1885	\$308,539.00	\$158,539.00	\$142,685.50	\$0	\$0
Mercer (US) Inc.	10/19/2012 Dkt. No. 1888	\$43,323.92	\$34,659.14	\$31,193.23	\$6,118.74	\$6,118.74

Revised September 2011

DATE ON WHICH ORDER WAS SIGNED: April 23, 2013

INITIALS: (MG) USBJ

¹³ Reflects allowed fees, less 10% holdback, less reductions in expenses.